

REALNETWORKS INC  
Form 4  
September 27, 2016

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Parham Michael  
  
(Last) (First) (Middle)  
  
1501 1ST AVENUE S., SUITE 600  
  
(Street)  
  
SEATTLE, WA 98134  
  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
REALNETWORKS INC [RNWK]  
  
3. Date of Earliest Transaction  
(Month/Day/Year)  
03/24/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
SVP General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock <u>(1)</u>	03/24/2016		M		1,250 A \$ 0	28,135	D
Common Stock <u>(2)</u>	03/24/2016		F		341 D \$ 4.07	27,794	D
Common Stock <u>(1)</u>	09/24/2016		M		1,250 A \$ 0	29,044	D
Common Stock <u>(2)</u>	09/24/2016		F		341 D \$ 4.35	28,703	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Restricted stock unit award	\$ 0 <sup>(3)</sup>	03/24/2016		M	1,250	03/24/2016 03/24/2016 <sup>(4)</sup>	Common Stock	1,250
Restricted stock unit award	\$ 0 <sup>(3)</sup>	09/24/2016		M	1,250	09/24/2016 09/24/2016 <sup>(5)</sup>	Common Stock	1,250

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Parham Michael 1501 1ST AVENUE S. SUITE 600 SEATTLE, WA 98134			SVP General Counsel	

## Signatures

/s/ Drew G. Markham,  
attorney-in-fact  
Date: 09/27/2016

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Vested restricted stock units were distributed to the reporting person, without payment, in shares of common stock on a unit-for-share basis.
  - (2) Shares deemed surrendered in payment of the tax liability resulting from the vesting of restricted stock units.

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- (3) Converts into Common Stock on a unit-for-share basis upon vesting.
- (4) This tranche of restricted stock units fully vested on March 24, 2016.
- (5) This tranche of restricted stock units fully vested on September 24, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.